

ARTICLES OF MERGER

OF

KELLOGG BROWN & ROOT, INC.  
(a Delaware corporation)

WITH AND INTO

KBRI TX-1 NEWCO, INC.  
(a Texas corporation)

Step 3.4  
FILED  
In the Office of the  
Secretary of State of Texas

DEC 22 2005

Corporations Section

Pursuant to the provisions of Article 5.01 *et seq.* of the Texas Business Corporation Act, KBRI TX-1 Newco, Inc., a Texas corporation ("TX-1, Inc." or the "Surviving Corporation"), and Kellogg Brown & Root, Inc., a Delaware corporation ("KBR, Inc."), hereby execute and adopt the following Articles of Merger providing for the merger (the "Merger") of KBR, Inc. with and into TX-1, Inc., with TX-1, Inc. to continue in existence following the Merger as the Surviving Corporation, and certify as follows:

1. TX-1, Inc. is a Texas corporation and KBR, Inc. is a Delaware corporation.
2. A plan of merger relating to the Merger is contained in the Agreement and Plan of Merger by and among KBR, Inc. and TX-1, Inc. (the "Merger Agreement").
3. TX-1, Inc. shall be the Surviving Corporation of the Merger and the name of TX-1, Inc. following the Merger shall remain "KBRI TX-1 Newco, Inc."
4. The Articles of Incorporation of the Surviving Corporation shall not be amended, restated or otherwise affected by the Merger.
5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation in Texas at 4100 Clinton Drive, Houston, Texas 77020.
6. Following the Merger, a copy of the Merger Agreement will be furnished by TX-1, Inc., on request and without cost, to any equity holder of TX-1, Inc. or KBR, Inc. who was an equity holder at the time of the Merger.
7. There are 1,000 shares of common stock, par value \$1.00 per share (the "TX-1 Common Stock"), of TX-1, Inc. issued and outstanding. All of the shares of issued and outstanding TX-1, Inc. Common Stock were voted in favor of the Merger Agreement and the Merger.
8. There are 20,000 shares of common stock, par value \$1.00 per share (the "KBR Common Stock"), of KBR, Inc. issued and outstanding. All of the shares of issued and outstanding KBR Common Stock were voted in favor of the Merger Agreement and the Merger.

9. The Merger Agreement and the performance of its terms were duly authorized by all actions required by the laws of the States of Texas and Delaware and by the constituent documents of each of KBR, Inc. and TX-1, Inc.


10. The Agreement and Plan of Merger has been approved in accordance with the provisions of Article 5.04 A(1)(b) of the Texas Business Corporations Act.

11. TX-1, Inc. will be responsible for the payment of all fees and franchise taxes of the merged corporations and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

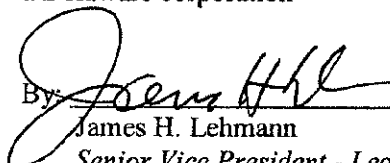
12. These Articles of Merger and the transactions contemplated hereby shall become effective at 10:40 p.m. CST and 11:40 p.m. EST on December 31, 2005.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of December 22, 2005.

**KBRI TX-1 NEWCO, INC.,**  
a Texas corporation

By:   
David R. Smith  
Vice President

**KELLOGG BROWN & ROOT, INC.,**  
a Delaware corporation

By:   
James H. Lehmann  
Senior Vice President - Legal

